

DEC 07 2009

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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
INTERNET ARCHIVE

Rick Prelinger and Jacques Cressaty hereby certify that:

1. They are the President and the Secretary, respectively, of Internet Archive, a California nonprofit public benefit corporation.

2. Article V. of the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

V.

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes.

3. The foregoing amendment has been duly approved by this corporation's Board of Directors.

4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 12/4, 2009

Rich Prelinger
Rick Prelinger, President

DATED: 12/4, 2009

J. Cressaty
Jacques Cressaty, Secretary